

RECORDATION NO. 25602-C FILED

JUN 30 '05 3-10 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

June 30, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule #3 to Full Service Master Lease Agreement, dated as of March 24, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum Of Commercial Security Agreement previously filed with the Board under Recordation Number 25602.

The names and addresses of the parties to the enclosed document are:

Lessor: Midwest Railcar Corporation
3 Professional Park Drive, Suite B
Maryville, Illinois 62062

Lessee: Wise Alloys LLC
4805 Second Street
Muscle Shoals, Alabama 35661

Mr. Vernon A. Williams
June 30, 2005
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A description of the railroad equipment covered by the enclosed document is:

13 boxcars: MWCX 500165 - MWCX 500177.

A short summary of the document to appear in the index is:

Memorandum of Schedule #3 to Full Service Master Lease Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MIDWEST RAILCAR CORPORATION

MEMORANDUM OF SCHEDULE #3 TO FULL SERVICE MASTER LEASE AGREEMENT

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

WISE ALLOYS LLC

as Lessee

MEMORANDUM OF SCHEDULE #3 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #3 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of March 24, 2005, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and WISE ALLOYS LLC, a Delaware Limited Liability Company ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #3 dated March 24, 2005 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of March 10, 2005 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #3.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #3 to Full Service Master Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION
Lessor

By: 

Richard M. Murphy
President & CEO

WISE ALLOYS LLC

By: 

Name: Sam H. Gussack
Title: Senior VP- Controller

STATE OF MN, CITY OF Elk River TO WIT:

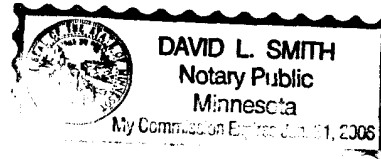
On this 31 day of Mar, 2005 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on Mar 31, 2005 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[Notarial Seal]

My commission expires: 1-31-06



STATE OF Alabama, CITY OF Muscle Shoals TO WIT:

On this 28 day of March, 2005 before me appeared, Sam Glasscock, to me personally known, who being by me duly sworn, says that he is a Senior Vice Pres. of WISE ALLOYS LLC, a Delaware Limited Liability Company, that said instrument was signed and sealed on March 28 05, 2005 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[Notarial Seal]

My commission expires:

My Commission Expires May 25, 2008

DESCRIPTION OF RAILCARS

Thirteen (13) railcars with the reporting following marks:

MWCX 500165 – 500177, inclusive